

**TRAILER TRAIN  
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606  
(312) 853-3223

THOMAS D. MARION  
TREASURER

DIRECT LINE: (312) 984-3821

9-114A016

April 19, 1989

VIA FEDERAL EXPRESS

Honorable Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
12th & Constitutional Avenue  
Room 2303  
Washington, DC 20423

RECORDATION NO 887410  
APR 24 1989 - 11 20 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Submitted herewith for filing and recording under 49 U.S.C.,  
Section 11303(a) and the regulations promulgated thereunder are  
two (2) fully executed documents as follows:

Supplemental Agreement No. 3 dated as of March 24, 1989,  
a secondary document supplementing the Equipment Trust  
Agreement, Series 38 dated as of July 1, 1977.

Parties to this transaction are as follows:

Trailer Train Company (Company)  
101 North Wacker Drive  
Chicago, Illinois 60606

The First National Bank of Chicago  
(Trustee)  
One First National Plaza  
Chicago, IL 60670

APR 24 11 20 AM '89  
MOTOR OPERATING UNIT

The general description of the equipment is as follows:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Marked*</u>	<u>Numbered</u>
single-platform	FC	28	TTUX	121706-121710
front runner				
flatcar				121712-121734

\* All units will have marked on each side the following legend,  
"Ownership Subject to a Security Agreement Filed with the  
Interstate Commerce Commission".

Honorable Noretta R. McGee  
April 19, 1989  
Page 2

Enclosed is our check in the amount of \$13.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 3 being recorded are as follows:

- (1) Equipment Trust Agreement, Series 38, dated July 1, 1977, recorded on July 8, 1977, at 2:00 p.m, recordation number 8874.
- (2) Equipment Trust Agreement Supplement No. 1 dated August 1, 1977, recorded on August 11, 1977, at 9:35 a.m., recordation number 8874-A.
- (3) Equipment Trust Agreement Supplement No. 2 dated September 20, 1977, recorded on September 27, 1977, at 1:05 p.m., recordation number 8874-B.

A short summary of this Supplement No. 3 to appear in the Index is as follows:

"Supplemental Agreement No. 3 to the Equipment Trust Agreement Series 38, dated March 24, 1989, substituting 28 single-platform front runner flatcars numbered 121706-121710 and 121712-121734 (inclusive)."

Once the filings have been made, please retain one copy and return the remaining stamped counterparts to me via certified mail.

Sincerely yours,



TDM:map

Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, please call Dean Holmes at 312/984-3747 as soon as this agreement is recorded advising him of the recordation number, date and time. Thank you very much.

Interstate Commerce Commission  
Washington, D.C. 20423

4.27.89

OFFICE OF THE SECRETARY

Thomas D. Marion  
Treasurer  
Trailer Train Company  
101 North Wacker Drive  
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4.24.89 , at 11:20am , and assigned recordation number(s). 3874-C

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

3874-1  
APR 24 1989 -11 20 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT NO. 3 dated as of March 24, 1989, between THE FIRST NATIONAL BANK OF CHICAGO, a corporation duly organized and existing under the laws of the State of Illinois, as Trustee (hereinafter called the "Trustee"), and TRAILER TRAIN COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company").

WHEREAS, the Trustee and the Company have entered into an Equipment Trust Agreement dated as of July 1, 1977, which was recorded with the Interstate Commerce Commission on July 8, 1977, pursuant to 49 U.S.C. Section 11303(a), providing for the financing of certain equipment as set forth therein;

WHEREAS, the Trustee and the Company have entered into two Supplemental Agreements dated as of August 1, 1977 and September 20, 1977 respectively, whereby the Equipment Trust Agreement was amended and supplemented (said Equipment Trust Agreement, as amended and supplemented, hereinafter called the "Trust Agreement") which were recorded with the Interstate Commerce Commission on August 11, 1977 and September 20, 1977, respectively, pursuant to 49 U.S.C. Section 11303(a);

WHEREAS, in compliance with Section 5.08 of the Trust Agreement, funds were deposited by the Company with the Trustee for the equipment described in Schedule B attached hereto previously declared destroyed by the Company; and

WHEREAS, the Company desires to have the funds so deposited used to purchase the equipment described in Schedule A attached hereto (hereinafter called "Substituted Equipment") as provided in Section 5.06 of the Trust Agreement.

NOW, THEREFORE, THIS SUPPLEMENTAL AGREEMENT NO. 3 WITNESSETH:

Title to the Destroyed Equipment is hereby assigned and transferred to the Company by the Trustee and is no longer subject to the terms and conditions of the Trust Agreement.

The Substituted Equipment is hereby subject to the terms and conditions of the Trust Agreement in compliance with Section 5.03 thereof.

Except as herein amended, the Trust Agreement remains in full force and effect.

The Company will cause this Supplemental Agreement No. 3 to be recorded with the Interstate Commerce commission pursuant to 49 U.S.C. Section 11303(a).

This Supplemental Agreement No. 3 will be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

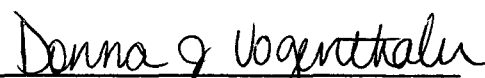
IN WITNESS WHEREOF, the Trustee and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly authorized and their respective seals to be hereunto affixed, duly attested, as of the day and year first above written.

The First National Bank  
of Chicago

ATTEST:

  
\_\_\_\_\_

By:


  
Donna J. Vogenthaler  
Trust Officer

TRAILER TRAIN COMPANY

ATTEST:


  
Assistant Secretary

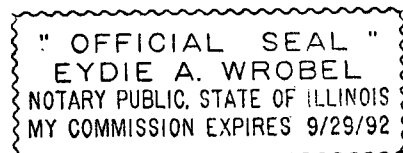
By:

  
Thomas D. Marion  
Treasurer

STATE OF ILLINOIS     )  
                              )  
COUNTY OF COOK        )     ss.:

On this 18<sup>th</sup> day of APRIL, 1989, before me personally appeared Donna J. Vogenthaler to me personally known, who, being by me duly sworn, says that she is a Trust Officer of THE FIRST NATIONAL BANK OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

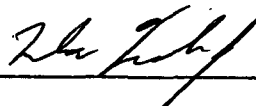
  
\_\_\_\_\_  
Notary Public



My Commission Expires:

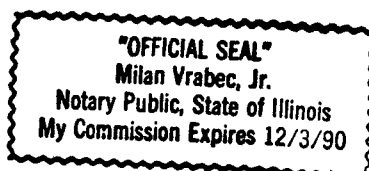
STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) ss.:

On this 12<sup>th</sup> day of April, 1989, before me personally appeared Thomas D. Marion to me personally known, who, being by me duly sworn, says that he is Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires:



SCHEDULE A

EQUIPMENT TRUST AGREEMENT SERIES 38, DATED AS OF 07/01/77  
SUBSTITUTED EQUIPMENT

BUILDER /CAR TYPE	CAR NUMBER	CAR INITIAL	ORIGINAL COST	(A) DATE FIRST PUT INTO USE	(B) DATE OF TRANSFER TO TRUSTEE	# MONTHS USE FROM (A) TO (B)	"FAIR VALUE" **
THRALL CAR MANUFACTURING COMPANY: SINGLE-PLATFORM FRONT RUNNER FLATCAR FOR CARRYING TRAILERS	121706	TTUX	25,452.00	07/02/87	05/19/89	22	\$ 22,341.20
	121707	TTUX	25,452.00	07/02/87	05/19/89	22	22,341.20
	121708	TTUX	25,452.00	07/02/87	05/19/89	22	22,341.20
	121709	TTUX	25,452.00	07/02/87	05/19/89	22	22,341.20
	121710	TTUX	25,452.00	07/02/87	05/19/89	22	22,341.20
	121712	TTUX	25,452.00	07/20/87	05/19/89	21	22,482.60
	121713	TTUX	25,452.00	07/20/87	05/19/89	21	22,482.60
	121714	TTUX	25,452.00	07/20/87	05/19/89	21	22,482.60
	121715	TTUX	25,452.00	07/20/87	05/19/89	21	22,482.60
	121716	TTUX	25,452.00	07/21/87	05/19/89	21	22,482.60
	121717	TTUX	25,452.00	07/21/87	05/19/89	21	22,482.60
	121718	TTUX	25,452.00	07/21/87	05/19/89	21	22,482.60
	121719	TTUX	25,452.00	07/21/87	05/19/89	21	22,482.60
	121720	TTUX	25,452.00	07/22/87	05/19/89	21	22,482.60
	121721	TTUX	25,452.00	07/22/87	05/19/89	21	22,482.60
	121722	TTUX	25,452.00	07/22/87	05/19/89	21	22,482.60
	121723	TTUX	25,452.00	07/22/87	05/19/89	21	22,482.60
	121724	TTUX	25,452.00	07/23/87	05/19/89	21	22,482.60
	121725	TTUX	25,452.00	07/23/87	05/19/89	21	22,482.60
	121726	TTUX	25,452.00	07/23/87	05/19/89	21	22,482.60
	121727	TTUX	25,452.00	07/23/87	05/19/89	21	22,482.60
	121728	TTUX	25,452.00	07/24/87	05/19/89	21	22,482.60
	121729	TTUX	25,452.00	07/24/87	05/19/89	21	22,482.60
	121730	TTUX	25,452.00	07/24/87	05/19/89	21	22,482.60
	121731	TTUX	25,452.00	07/24/87	05/19/89	21	22,482.60
	121732	TTUX	25,452.00	07/27/87	05/19/89	21	22,482.60
	121733	TTUX	25,452.00	07/27/87	05/19/89	21	22,482.60
	121734	TTUX	25,452.00	07/27/87	05/19/89	21	22,482.60
							<u>\$628,805.80</u>

\*\* FAIR VALUE = ORIGINAL COST - (#MONTHS/180 X ORIGINAL COST)



SCHEDULE B

Equipment Trust Agreement, Series 38,  
dated as of July 1, 1977  
Destroyed Equipment

<u>Car Number</u>	<u>"Fair"</u> <u>Value</u>
<u>On Deposit With Trustee</u>	
851926	\$ 31,081.68
851700	31,139.59
852102	39,100.75
965825	33,456.08
700570	37,327.08
820265	37,169.99
965760	33,907.90
851912	34,658.37
965745	33,126.22
700672	34,567.59
820187	39,563.06
965748	28,164.50
851544	26,199.72
700641	32,218.72
851406	29,163.57
820122	24,312.48
851999	25,638.31
700602	<u>26,299.79</u>
TOTAL ON DEPOSIT	<u>\$577,095.40</u>
<u>Reported Not Yet Deposited</u>	
700609	25,762.20
965714	<u>26,073.01</u>
TOTAL NOT YET DEPOSITED	<u>\$ 51,835.21</u>
GRAND TOTAL	<u><u>\$628,930.61</u></u>